

United States Bankruptcy Court
Southern District Of New York

In re: **Delphi Automotive Systems LLC**

Case No.: **05-44640**

Court ID (Court use only) _____

NOTICE OF TRANSFER OF CLAIM OTHER THAN FOR SECURITY

A CLAIM HAS BEEN FILED IN THIS CASE or deemed filed under 11 U.S.C. § 1111(a). Transferee hereby gives notice pursuant to Rule 3001(e)(2), Fed. R. Bankr. P., of the transfer, other than for security, of the claim referenced in this notice.

Hain Capital Holdings, LLC

Name of Transferee

Toyota Tsusho America Inc.

Name of Transferor

Name and Address where notices to transferee should be sent

Hain Capital Holdings, LLC

301 Route 17, 6th Floor

Rutherford, NJ 07070

Attn: Ganna Liberchuk

Phone: (201) 896 - 6100

Last Four Digits of Acct #: _____

Court Record Address of Transferor
(Court Use Only)

Last Four Digits of Acct. #: _____

Name and Address where transferee payments should be sent (if different from above)

Name and Current Address of Transferor

Toyota Tsusho America Inc.

Zeichner Ellman & Krause LLP

575 Lexington Ave

New York, NY 10022

Phone: 212-223-0400

Court Claim # (if known): 2144

Claim Amount: \$386,835.08

Date Claim Filed: 2/27/06

I declare under penalty of perjury that the information provided in this notice is true and correct to the best of my knowledge and belief.

By: /s/ Ganna Liberchuk

Date: 5/09/06

Transferee/Transferee's Agent

Penalty for making a false statement: Fine of up to \$500,000 or imprisonment for up to 5 years, or both. 18 U.S.C. §§ 152 & 3571.

~~DEADLINE TO OBJECT TO TRANSFER~~

The transferor of claim named above is advised that this Notice of Transfer of Claim Other Than for Security has been filed in the clerk's office of this court as evidence of the transfer. Objections must be filed with the court within twenty (20) days of the mailing of this notice. If no objection is timely received by the court, the transferee will be substituted as the original claimant without further order of the court.

Date: _____

CLERK OF THE COURT

EVIDENCE OF TRANSFER OF CLAIM

TO: THE DEBTOR AND THE BANKRUPTCY COURT

For value received, the adequacy and sufficiency of which are hereby acknowledged, **TOYOTA TSUSHO AMERICA INC.** ("Assignor") hereby unconditionally and irrevocably sells, transfers and assigns to Hain Capital Holdings, LLC ("Assignee") all of its right, title, interest, claims and causes of action in and to, or arising under or in connection with, its claim (as such term is defined in Section 101(5) of the U.S. Bankruptcy Code) in the amount of **\$386,835.08** associated with proof of claim number 2144 against Delphi Automotive Corp. (the "Debtor"), Chapter 11 Case No. 05-44481 United States Bankruptcy Court for the Southern District of New York (the "Bankruptcy Court"), and any and all proofs of claim filed by Assignor with the Bankruptcy Court in respect of the foregoing claim.

Assignor hereby waives any objection to the transfer of the claim to Assignee on the books and records of the Debtor and the Bankruptcy Court, and hereby waives to the fullest extent permitted by law any notice or right to a hearing as may be imposed by Rule 3001 of the Federal Rules of Bankruptcy Procedure, the Bankruptcy Code, applicable local bankruptcy rules or applicable law. Assignor acknowledges and understands, and hereby stipulates, that an order of the Bankruptcy Court may be entered without further notice to Assignor transferring to Assignee the foregoing claim and recognizing the Assignee as the sole owner and holder of the claim. Assignor further directs the Debtor, the Bankruptcy Court and all other interested parties that all further notices relating to the claim, and all payments or distributions of money or property in respect of claim, shall be delivered or made to the Assignee.

IN WITNESS WHEREOF, this EVIDENCE OF TRANSFER OF CLAIM IS EXECUTED
THIS 1 day of MARCH, 2006.

TOYOTA TSUSHO AMERICA INC.

By: Eugene W. Barton
Name: Eugene W. Barton
Title: Vice President - Finance
Assistant Treasurer

SIGNED IN MY PRESENCE BY
EUGENE W. BARTON, WHO IS
PERSONALLY KNOWN TO ME,
ON MARCH 1, 2006

George A. [Signature]

HAIN CAPITAL HOLDINGS, LLC

By Hain Capital Group, LLC, its Managing
Member

By: [Signature]
Name: Robert J. Koltai
Title: Manager